

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
ALEXANDER E. JONES,)	
)	Case No. 22-33553 (CML)
Debtor.)	
)	(Jointly Administered)
)	
)	

**DECLARATION OF SARA L. BRAUNER
REGARDING THE SOLICITATION OF VOTES AND TABULATION
OF BALLOTS AND OPT-OUT FORMS SUBMITTED IN CONNECTION WITH
THE CREDITORS' NON-UNIFORM CHAPTER 11 PLAN OF ALEXANDER E. JONES**

I, Sara L. Brauner, declare, under the penalty of perjury, that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner with the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin"). Akin maintains offices at, among other places, One Bryant Park, New York, New York 10036. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the "Declaration") with respect to the solicitation of votes and the tabulation of Ballots cast on the *Creditors' Non-Uniform Chapter 11 Plan of Liquidation for Alexander E. Jones*, dated January 29, 2024 [ECF No. 587] (as may be amended, supplemented, or modified from time to time, the "Creditors' Plan").¹ Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision or from the UCC's other professionals, and my review of

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Creditors' Plan or the *Order (I) Approving the Disclosure Statement on a Conditional Basis; (II) Approving the Solicitation Procedures; (III) Approving the Form of Ballot and Opt-Out Form; and (IV) Approving Certain Dates and Deadlines in Connection with Solicitation of the Creditors Plan*, dated January 25, 2024 [ECF No. 578] (the "Conditional Disclosure Statement Order"), as applicable.

relevant documents. I am authorized to submit this Declaration on behalf of Akin, as Solicitation Agent pursuant to the terms of the Conditional Disclosure Statement Order. If I were called to testify, I could and would testify competently as to the facts set forth herein.

Service and Transmittal of Solicitation Packages and the Tabulation Process

3. Pursuant to the Conditional Disclosure Statement Order, the Court approved procedures (the “Solicitation Procedures”) on a conditional basis to solicit votes from, and tabulate ballots submitted by, holders of Claims entitled to vote on the Creditors’ Plan. Pursuant to the Creditors’ Plan and the Solicitation Procedures, only holders of Claims as of the Voting Record Date in Class 3 were entitled to vote to accept or reject the Creditors’ Plan (the “Voting Class” and such creditors, “Voting Creditors”). No other Classes were entitled to vote on the Creditors’ Plan. The Solicitation Procedures also provided for the distribution of the Opt-Out Form to the Debtor and holders of Unimpaired Claims in Classes 1, 2 and 4 (the “Opt-Out Parties”).

4. The Solicitation Procedures established January 24, 2024, as the record date for determining which holders of Claims were entitled to vote on the Creditors’ Plan (the “Voting Record Date”). In accordance with the Solicitation Procedures, Akin identified the Voting Creditors as of the Voting Record Date and coordinated the distribution of Solicitation Packages to such creditors.² In addition, Akin distributed Opt-Out Forms to the Opt-Out Parties. I supervised and participated in the solicitation and tabulation services performed by Akin’s employees in respect of the Ballots and Opt-Out Forms. As further described in the Solicitation

² A detailed description of Akin’s distribution of Solicitation Packages is set forth in the *Affidavit of Service of Solicitation Materials*, dated February 2, 2024 [ECF No. 596] (the “Solicitation Affidavit”).

Affidavit, Akin distributed a Ballot to each of the 23 Voting Creditors³ and an Opt-Out Form to each of the seven Opt-Out Parties.

5. The Conditional Disclosure Statement Order established February 12, 2024, at 4:00 pm (prevailing Central Time) as the deadline by which Ballots and Opt-Out Forms needed to be submitted to the Solicitation Agent in respect of the Creditors' Plan (the "Voting Deadline"). Once the Voting Deadline had passed, Akin reviewed, determined the validity of, and tabulated the Ballots and Opt-Out Forms submitted in respect of the Creditors' Plan in accordance with the Solicitation Procedures.

6. To be included in the tabulation results as valid, a Ballot or Opt-Out Form must have been (i) properly completed pursuant to the Solicitation Procedures, (ii) executed by the relevant Voting Creditor or Opt-Out Party (or such party's authorized representative), (iii) returned to Akin, as Solicitation Agent, via an approved method of delivery set forth in the Solicitation Procedures, and (iv) actually received by Akin by the Voting Deadline.

7. All valid Ballots cast by Voting Creditors and received by Akin on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures. Similarly, all valid Opt-Out Forms submitted by the Opt-Out Parties were tabulated pursuant to the Solicitation Procedures.

8. The final tabulations of votes cast by timely and properly completed Ballots and Opt-Out Forms received by Akin is attached hereto as **Exhibit A**.⁴

³ One creditor, American Express National Bank, has since withdrawn its Claim and thus is no longer a Voting Creditor. *See Notice of Withdrawal of Claim*, dated February 14, 2024 [ECF No. 602].

⁴ For the avoidance of doubt, as of the date of this declaration, Akin has not received any defective Ballots requiring invalidation for any reason, including (but not limited to) any late Ballots.

To the best of my knowledge, information, and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission, and tabulation of Ballots and Opt-Out Forms in connection with the Creditors' Plan is true and correct.

Dated: February 16, 2024

/s/ Sara L. Brauner

Sara L. Brauner

Partner

Akin Gump Strauss Hauer & Feld LLP

CERTIFICATE OF SERVICE

I certify that on February 16, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Marty L. Brimmage, Jr.

Marty L. Brimmage, Jr.

Exhibit A

Final Ballot and Opt-Out Form Tabulations

Final Voting Tabulation

Class	Class Description	Ballots Distributed ¹	Ballots Returned	Number Accepting	Number Rejecting	Amount Accepting	Amount Rejecting	Class Voting Result
				%	%	%	%	
3	General Unsecured Claims	23	21	21	0	\$1,869,208,542.15	\$0.00	Accept
				100%	0%	100%	0%	

Final Opt-Out Form Tabulation

Opt-Out Forms Distributed	Opt-Out Forms Received ²
7	1

¹ One creditor, American Express National Bank, has since withdrawn its Claim and thus is no longer a Voting Creditor. *See Notice of Withdrawal of Claim*, dated February 14, 2024 [ECF No. 602].

² The only Opt-Out Form received by Akin was completed by the Debtor.